

EXHIBIT A

NOT AN OFFICIAL DOCUMENT

Prepared By
John V. Harrison, Esq.

Address:

Cleary, Gottlieb, Steen and Hamilton LLP
One Liberty Plaza
State: New York Zip Code: 10006

After Recording Return To

Name: John V. Harrison, Esq.
Address:
Cleary, Gottlieb, Steen and Hamilton LLP
One Liberty Plaza
State: New York Zip Code: 10006

Mail tax bills to:
c/o Transform Holdco LLC
3333 Beverly Road, Hoffman Estates
Illinois 60179

ATTY PROJECT Phoenix
Shore 440 2nd Fl
352 Hoffman Estates

Space Above This Line for Recorder's Use

ILLINOIS QUIT CLAIM DEED

STATE OF ILLINOIS
COOK COUNTY

THIS QUIT-CLAIM DEED, executed this 11th day of February, 2019, by Sears Holdings Management Corporation, a Delaware corporation, as debtor in possession, ("Grantor"), whose address is 3333 Beverly Road, Hoffman Estates, IL 60179, in favor of TF Hoffman Estates IL LLC, a Delaware limited liability company ("Grantee"), whose address is c/o ESL Investments, Inc., 1170 Kane Concourse, Suite 200, Bay Harbor Islands, Florida 33154.

Grantor, for and in consideration of the sum of Ten Dollars and other good and valuable consideration, the receipt of which is hereby acknowledged, does hereby quit-claim unto Grantee, all right, title, and interest which Grantor has in and to the following described real property more particularly described in Exhibit A attached hereto, together with all improvements thereon, hereby releasing and waiving all rights under and by virtue of the Homestead Exemption Laws of the State of Illinois.

TO HAVE AND TO HOLD the same together with all and singular the appurtenances thereunto belonging or in anywise appertaining, and all the right, title and interest of Grantor in and to such property. Grantor makes no warranty, express or implied, with respect to the property herein described. All warranties that might arise by applicable law are excluded. This conveyance is made subject to all matters of record and to all building, zoning, subdivision or governmental or quasi-governmental regulations

190770621404

Doc# 1140770621404

RHSP FILED 03/18/2019 AMT FEE: \$0.00

RECORD FEE: \$0.00

EDWARD H. MOODY

COOK COUNTY RECORDER OF DEEDS

DATE: 03/18/2019 04:44 PM PG: 1 OF 92

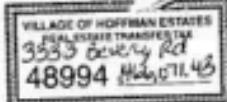
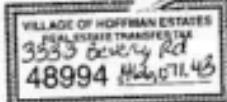


Doc# Fee #2.00

EDWARD H. MOODY

COOK COUNTY RECORDER OF DEEDS

DATE: 03/18/2019 04:44 PM PG: 8



REAL ESTATE TRANSFER TAX

18-Mar-2019



COUNTY:	77,679.75
ILLINOIS:	0.00
TOTAL:	77,679.75

D1-31-201-003-0000

| 2019021697430 |

| 1-325-786-576 |

NOT AN OFFICIAL DOCUMENT

and to any matter which might be disclosed by a survey or physical inspection of said

Filed 05/24/19 Entered 05/24/19THIS TRANSFER IS EXEMPT UNDER THE PROVISIONS OF
PARAGRAPH (i), SECTION 5745 OF THE REAL ESTATE TRANSFER TAX LAW.*Lake Union*
Agent

Date

Pg 3 of 8

This Quit Claim Deed is made pursuant to the order filed February 8, 2019
 (I) Approving The Asset Purchase Agreement Among Sellers and Buyer (II) Authorizing
 the Sale of Certain of the Debtor's Assets Free and Clear of Liens, Claims, Interests and
 Encumbrances, (III) Authorizing The Assumption And Assignment of Certain Executory
 Contracts and Leases in Connection therewith And (IV) Granting Related Relief pursuant
 to sections 105, 363 and 365 of the United States Bankruptcy Code , 11 U.S.C. §§ 101,
 et seq., Rules 2002, 6004, 6006, 9007, 9008, and 2014 of the Federal Rules of
 Bankruptcy Procedure, and Rules 6004-1, 6005-1 and 6006-1 of the local Bankruptcy
 Rules for the United States Bankruptcy Court for the Southern District of New York in
 Chapter 11 Case No. 18-23538.

[Remainder of this page intentionally left blank; signature page follows]

NOT AN OFFICIAL DOCUMENT

IN WITNESS WHEREOF, Grantor has executed this Quit-Claim Deed as of the day
indicated above herein.

Filed 05/24/19 Entered 05/24/19 Pg 4 of 8

GRANTOR:

SEARS HOLDINGS MANAGEMENT
CORPORATION, a Delaware corporation, as
debtor in possession

By: Luke Valentino

Name: Luke J. Valentino

Title: Divisional Vice President, Deputy
General Counsel and Corporate
Secretary, 20-3592148

STATE OF ILLINOIS)

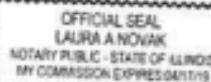
COUNTY OF COOK)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify
that Luke J. Valentino, as Divisional Vice President, Deputy General Counsel and
Corporate Secretary, 20-3592148, of SEARS HOLDINGS MANAGEMENT
CORPORATION, a Delaware corporation, as debtor in possession, on behalf of such
corporation, whose name is signed to the foregoing instrument, and who is known to me,
acknowledged before me on this day that, being informed of the contents of the
instrument, he/she, executed the same voluntarily on the day the same bears date.

Given under my hand this 11th day of February, 2019

Laura A. Novak
Notary Public

My Commission Expires: 4/17/19



[SIGNATURE PAGE TO DEED 490, HOFFMAN ESTATES, IL]

NOT AN OFFICIAL DOCUMENT

Filed 05/24/19 Entered 05/24/19

Exhibit A

Lots 2 and 3 in Sears Business Park Amended Plat of subdivision, recorded August 5, 1991 as Document Number 913-4943, a subdivision of part of sections 31, 32 and 33, township 42 north, range 9, east of the third principal Meridian, and part of sections 3, and 4, Township 41 north, range 9, east of the third principal Meridian, all in Cook County, Illinois., excepting that part of the land dedicated for Road purposes per document number 92573116

Parcel 2:

Lot 1A in Final Plat of Resubdivision of Lot 1 in Prairie Stone, being a Resubdivision of part of Section 31 and 32, Township 42 North Range 9, East of the Third Principal Meridian, according to the plat thereof recorded May 12, 2010 as Document Number 1013244049, in Cook County, Illinois

PIN: 01-31-201-003-0000, 01-31-202-002-0000, and 01-32-100-005-0000

Address: 3333 Beverly Road, Hoffman Estates, IL 60179

NOT AN OFFICIAL DOCUMENT

Filed 05/24/19 Entered 05/24/19

CERTIFICATION OF SALE ORDER

Pg 6 of 8

The undersigned hereby certifies that the action is above, correct and, except as set forth below, complete copy of the Order (I) Approving the Amended Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in connection therewith and (IV) Granting Related Relief dated February 8, 2019 entered by Judge Robert D. Dman of the United States Bankruptcy Court for the Southern District of New York located in White Plains, New York, in connection with Case No. 18-23538 (RDD), omitting therefrom all of the exhibits, which can be accessed at the following:

<https://restructuring.pineclerk.com/sears/Home-DownloadPDF?id1=MTMxNDF&id2=0>.

Dated: February 11, 2019

[Signature appears on the following page.]

NOT AN OFFICIAL DOCUMENT

Filed 05/24/19 Entered 05/24/19

IN WITNESS WHEREOF, Grantor has executed this Sale Order as of the day and
year first above written.

Pg 7 of 8

GRANTOR:

SEARS HOLDINGS MANAGEMENT
CORPORATION, a Delaware corporation,
as debtor in possession

By: Luke Valentino
Name: Luke J. Valentino
Title: Divisional Vice President, Deputy
General Counsel and Corporate
Secretary, 20-3592148

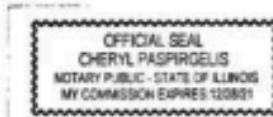
STATE OF ILLINOIS 1
COUNTY OF COOK 1

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Luke J. Valentino, as Divisional Vice President, Deputy General Counsel and Corporate Secretary, 20-3592148, of SEARS HOLDINGS MANAGEMENT CORPORATION, a Delaware corporation, as debtor in possession, on behalf of such corporation, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he/she, executed the same voluntarily on the day the same bears date.

Given under my hand this 11 day of February, 2019

Cheryl Pasprigelsi
Notary Public

My Commission Expires: 12/18/21



NOT AN OFFICIAL DOCUMENT

Filed 05/24/19 Entered 05/24/19
SALE ORDER
[See Attachment]

COOK COUNTY
RECORDER OF DEEDS

COOK COUNTY
RECORDER OF DEEDS

COOK COUNTY
RECORDER OF DEEDS